

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
	:	Chapter 11 Case No.
In re	:	
	:	08-13555 (JMP)
	:	
LEHMAN BROTHERS HOLDINGS INC., et al.,	:	(Jointly Administered)
	:	
Debtors.	:	
	:	
-----X		

**AFFIDAVIT AND DISCLOSURE STATEMENT OF JAMES J. THOMAS,
ON BEHALF OF WINDELS MARX LANE & MITTENDORF, LLP**

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

James J. Thomas, being duly sworn, upon his oath, deposes and says:

1. I am partner of Windels Marx Lane & Mittendorf, LLP, located at 156 West 56th Street, New York, New York 10019 (the "Firm").

2. Lehman Brothers Holdings Inc. ("LBHI") and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (together, the "Debtors" and, collectively with their non-debtor affiliates, "Lehman"), have requested that the Firm provide Legal services to the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may

represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principals and regular employees of the Firm.

5. Neither I, nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates.

6. The Debtors owe the Firm \$ approximately \$2,500,000 for prepetition services.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.¹

Subscribed and sworn to before me
this 14th day of November, 2008



Notary Public

WAYNE S. COOK, JR.
Notary Public, State of New York
No. 02CO6031307
Qualified in Queens County
Commission Expires Sept. 27, 2009



James J. Thomas

¹ If Necessary.

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RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LEHMAN BROTHERS HOLDINGS INC. OR ANY OF ITS DEBTOR AFFILIATES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Jennifer Sapp
Christopher Stauble

All questions **must** be answered. Please use "none," "not applicable," or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Windels Marx Lane & Mittendorf, LLP

156 West 56th Street

New York, New York 10019

2. Date of retention: Originally, 1993

3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Ongoing advice to Debtor in connection with various real-estate transactions.

5. Arrangements for compensation (hourly, contingent, etc.)

Hourly

- (a) Average hourly rate (if applicable):

\$180 - \$600

- (b) Estimated average monthly compensation based on prepetition retention (if firm was employed prepetition):

Unknown

6. Prepetition claims against the Debtors held by the firm:

Amount of claim: Approximately \$2,500,000

Date claim arose: Ongoing matters since 2001

Source of Claim: Legal Representation

7. Prepetition claims against the Debtors held individually by any member, associate, or professional employee of the firm:

Name: N/A

Status: _____

Amount of Claim: \$ _____

Date claim arose: _____

Source of claim: _____

8. Stock of the Debtors currently held by the firm:

Kind of shares: N/A

No. of shares: _____

9. Stock of the Debtors currently held individually by any member, associate, or professional employee of the firm:

Name: James J. Thomas

Status: Partner

Kind of shares: Common

No. of shares: 5,500

Name: Robert A. Rossi

Status: Partner

Kind of shares: Common

No. of shares: 580

Name: Alan Landzberg

Status: Partner

Kind of shares: Common

No. of shares: 2,000

10. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates with respect to the matters on which the above-named firm is to be employed.

N/A

11. Name of individual completing this form:

Robert A. Rossi

